



BellSouth Telecommunications, Inc.
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EXECUTED

November 5, 2001

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Memphis Networkx LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 01-00806

Dear Mr. Waddell:

Enclosed please find the original and thirteen copies of an Amendment to the interconnection agreement between Memphis Networkx LLC and BellSouth Telecommunications, Inc. which was filed with the Tennessee Regulatory Authority on October 9, 2001. The amendment corrects the name of Memphis Networkx, LLC.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Ms. Carlotta Sampson, Memphis Networkx LLC

Amendment to the Interconnection Agreement
By and Between BellSouth Telecommunications, Inc.
And Memphis Network, LLC
Dated June 19, 2001

This Agreement refers to the Interconnection Agreement ("the Agreement") entered into by Memphis Network, LLC ("Memphis Network") and BellSouth Telecommunications, Inc. ("BellSouth") on June 19, 2001. This Amendment ("Amendment") is made by and between Memphis Network and BellSouth and shall be deemed effective on the date executed by Memphis Network and BellSouth.

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Memphis Network and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. The Parties hereby mutually agree to delete Attachment 4 of the Agreement, with the exception of Exhibit A to Attachment 4, and replace it with the new Attachment 4, which is attached hereto and incorporated herein by this reference.

2. The Parties hereby mutually agree to delete the rates for all states other than Mississippi and Tennessee that are provided in Exhibit A to Attachment 4 of the Agreement. The Parties also agree to incorporate the new rates contained in Exhibit A-1, which is attached hereto and incorporated by this reference.

3. The Parties hereby mutually agree to delete in its entirety Exhibit C to Attachment 2 and replace it with the new Exhibit C, which is attached hereto and incorporated herein by this reference.

4. The Parties hereby mutually agree to delete the first paragraph in the General Terms and Conditions of the Agreement and replace it with the following:

THIS AGREEMENT is made by and between BellSouth Telecommunications, Inc., ("BellSouth"), a Georgia corporation, and Memphis Network LLC, ("Memphis Network"), a Tennessee corporation, and shall be deemed effective as of the date of the last signature of both Parties ("Effective Date"). This Agreement may refer to either BellSouth or Memphis Network or both as a "Party" or "Parties."

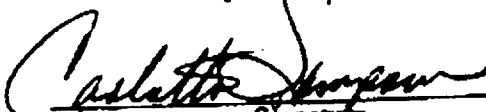
5. All of the other provisions of the Interconnection Agreement shall remain unchanged and in full force and effect.

6. Either or both of the Parties are authorized to submit this Amendment to the appropriate State Public Service Commissions or other Regulatory Agencies for approval subject to Section 252 (e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Memphis Network, LLC

BellSouth Telecommunications, Inc.


Signature


Signature

Carlotta Sampson
Name

C.W. Boltz
Name

Director of Operations
Title

Managing Director
Title

10-5-01
Date

10-8-01
Date